

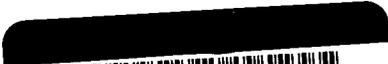
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| SEC FILE NUMBER |
| 8-50052 |

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**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01/01/2011 AND ENDING 12/31/2011
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: **MicroVentures Marketplace, Inc.**

OFFICIAL USE ONLY

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

FIRM ID. NO.

5918 West Courtyard, Suite 525

(No. and Street)

Austin

(City)

Texas

(State)

78730

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

William Clark

(512) 275-6165

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

PMB Helin Donovan, LLP

(Name - if individual, state last, first, middle name)

5918 W. Courtyard Drive, Suite 500

(Address)

Austin

(City)

Texas

(State)

78730

(Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e) (2).

SEC 1410 (06-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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OATH OR AFFIRMATION

I, William Clark, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of

MicroVentures Marketplace, Inc., as of

December 31, 2011, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

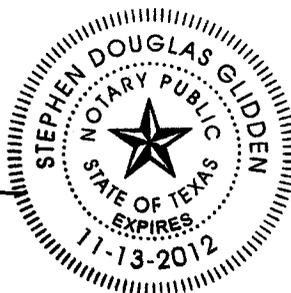
NONE


Signature

President
Title



Notary Public



This report** contains (check all applicable boxes):

- (a) Facing page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Cash Flows.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e) (3).

MICROVENTURES MARKETPLACE, INC.

**Financial Statements and Supplemental Schedule
December 31, 2011**

(With Independent Auditors' Reports Thereon)

MICROVENTURES MARKETPLACE, INC.
Index to Financial Statements and Supplemental Schedule
December 31, 2011

INDEPENDENT AUDITORS' REPORT

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15c3-1 of the Securities and Exchange Commission

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**INDEPENDENT AUDITORS' REPORT
ON INTERNAL CONTROL**

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
MicroVentures Marketplace, Inc.:

We have audited the accompanying statement of financial condition of MicroVentures Marketplace, Inc. (the "Company") as of December 31, 2011, and the related statements of operations, changes in stockholders' equity and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of MicroVentures Marketplace, Inc. as of December 31, 2011, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedule I is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PMB Helin Donovan, LLP

PMB Helin Donovan, LLP

Austin, Texas
February 13, 2012

MICROVENTURES MARKETPLACE, INC.

Statement of Financial Condition

December 31, 2011

ASSETS

| | |
|-----------------------------|--------------------------|
| Cash and cash equivalents | \$ 113,729 |
| Property and equipment, net | 543 |
| Other assets | <u>8,269</u> |
| TOTAL ASSETS | \$ <u>122,541</u> |

LIABILITIES AND STOCKHOLDERS' EQUITY

Liabilities:

| | |
|---------------------------------------|------------------|
| Accounts payable and accrued expenses | \$ <u>14,279</u> |
| | <u>14,279</u> |

Stockholders' equity:

| | |
|--|------------------|
| Common stock, 2,000,000 shares authorized with \$0.0001 par value, 1,143,419 issued and outstanding | 114 |
| Additional paid-in capital | 321,396 |
| Retained deficit | <u>(213,248)</u> |

| | |
|----------------------------|----------------|
| Total stockholders' equity | <u>108,262</u> |
|----------------------------|----------------|

| | |
|---|--------------------------|
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ <u>122,541</u> |
|---|--------------------------|

See notes to financial statements and independent auditors' report.

MICROVENTURES MARKETPLACE, INC.

Statement of Operations

For the Year Ended December 31, 2011

REVENUES:

| | |
|----------------------|-----------|
| Commission Income | \$ 46,981 |
| Due Diligence Fees | 2,900 |
| Reimbursement Income | 800 |
| Interest Earned | <u>18</u> |

Total Revenues

50,699

EXPENSES:

| | |
|-------------------------------|--------------|
| Communications | 4,843 |
| Professional and legal fees | 61,955 |
| Regulatory fees and expenses | 12,007 |
| Technology fees | 28,452 |
| Occupancy and equipment costs | 5,049 |
| Marketing and advertising | 20,232 |
| Bank and escrow charges | 25,030 |
| Travel | 5,921 |
| Other expenses | <u>3,169</u> |

Total Expenses

166,658

LOSS BEFORE INCOME TAXES

(115,959)

Income tax expense

-

NET LOSS

\$ (115,959)

See notes to financial statements and independent auditors' report.

MICROVENTURES MARKETPLACE, INC.
Statement of Changes in Stockholders' Equity
For the Year Ended December 31, 2011

| | <u>Shares</u> | <u>Capital Stock</u> | <u>Additional Paid-in Capital</u> | <u>Retained Deficit</u> | <u>Total</u> |
|-------------------------------|------------------|--------------------------|---|-----------------------------|-------------------|
| Balances at December 31, 2010 | 1,073,320 | \$ 107 | \$ 128,382 | \$ (97,289) | \$ 31,200 |
| Issuance of stock | 70,099 | 7 | 193,014 | - | 193,021 |
| Net loss | <u>-</u> | <u>-</u> | <u>-</u> | <u>(115,959)</u> | <u>(115,959)</u> |
| Balances at December 31, 2011 | <u>1,143,419</u> | <u>\$ 114</u> | <u>\$ 321,396</u> | <u>\$ (213,248)</u> | <u>\$ 108,262</u> |

See notes to financial statements and independent auditors' report.

MICROVENTURES MARKETPLACE, INC.

Statement of Cash Flows

For the Year Ended December 31, 2011

Cash flows from operating activities:

| | | |
|---|----|------------------|
| Net loss | \$ | (115,959) |
| Adjustments to reconcile net loss to cash used in operating activities: | | |
| Depreciation | | 109 |
| Change in operating assets and liabilities: | | |
| Other assets | | (2,539) |
| Accounts payable and accrued expenses | | 9,294 |
| Cash used in operating activities | | <u>(109,095)</u> |

Cash flows from investing activities:

| | | |
|-------------------------------------|--|--------------|
| Purchases of property and equipment | | <u>(652)</u> |
| Cash used in investing activities | | <u>(652)</u> |

Cash flows from financing activities:

| | | |
|---------------------------------------|--|----------------|
| Issuance of stock | | <u>193,021</u> |
| Cash provided by financing activities | | <u>193,021</u> |

| | | |
|---------------------------|----|-----------------------|
| Net increase in cash | | 83,274 |
| Cash at beginning of year | | <u>30,455</u> |
| Cash at end of year | \$ | <u><u>113,729</u></u> |

Supplemental Disclosures of Cash Flow Information:

| | | |
|----------------|----|-----------------|
| Cash paid for: | | |
| Income taxes | \$ | <u><u>-</u></u> |
| Interest | \$ | <u><u>-</u></u> |

See notes to financial statements and independent auditors' report.

MICROVENTURES MARKETPLACE, INC.

Notes to Financial Statements
December 31, 2011

Note 1 - Nature of Business

MicroVentures Marketplace, Inc. (the "Company") is a broker-dealer in securities registered with the Securities and Exchange Commission ("SEC") and is a member of the Financial Industry Regulatory Authority ("FINRA"). The Company operates under the provisions of Paragraph K(2)(ii) of Rule 15c3-3 of the SEC, and accordingly is exempt from the remaining provisions of that Rule. The Company is a limited purpose broker dealer and is primarily engaged in the business of providing a web based market place for companies seeking equity capital through an exempt offering and accredited investors to facilitate transactions.

In 2011, the Company had a 10-for-1 split of its common stock. The stock split increased the number of issued and outstanding shares of common stock as of December 31, 2011. Fractional shares were rounded up to the nearest whole number. The stock split affected all of the holders of common stock uniformly. All common stock share information in this report has been restated to reflect retrospective application of the stock split, except the number of authorized shares, which were not affected by the stock split. As part of the stock split, the par value was changed to \$0.0001 per share.

Note 2 - Significant Accounting Policies

Basis of Accounting

These financial statements are presented on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America. Revenues are recognized in the period earned and expenses when incurred.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash Equivalents

For purposes of reporting cash flows, the Company has defined cash equivalents as highly liquid investments with original maturities of less than ninety days that are not held for sale in the ordinary course of business.

Revenue Recognition

Commission and due diligence fees are recognized on an accrual basis and are included in income as commissions are earned from the completion of transactions or as payments are received per agreement with the client.

Financial Instruments and Credit Risk

Financial instruments that potentially subject the Company to credit risk include cash and accrued expenses.

Property and Equipment

Property and equipment are recorded at cost and are depreciated using the straight-line depreciation method over their estimated useful lives. Computers and equipment are depreciated over three years. Upon disposal, property and equipment and the related accumulated depreciation and amortization are removed from the accounts and the resulting gain or loss is reflected in the statements of operations.

MICROVENTURES MARKETPLACE, INC.

Notes to Financial Statements

December 31, 2011

Note 2 - Significant Accounting Policies (continued)

Fair Value Measurements

The fair value of the Company's financial instruments reflects the amounts that the Company estimates to receive in connection with the sale of an asset or paid in connection with the transfer of a liability in an orderly transaction between market participants at the measurement date (exit price). The fair value hierarchy that prioritizes the use of inputs used in valuation techniques is as follows:

Level 1 – quoted prices in active markets for identical assets and liabilities;

Level 2 – observable inputs other than quoted prices in active markets, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data;

Level 3 – unobservable inputs reflecting management's assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

The carrying amounts of the Company's financial instruments, which include cash and cash equivalents other assets, accounts payable and accrued expenses, approximate their fair values due to their short maturities.

Income Taxes

The Company accounts for income taxes using the asset and liability method whereby deferred tax asset and liability account balances are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the asset or liability is expected to be realized or settled. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

In the ordinary course of business, there are many transactions for which the ultimate tax outcome is uncertain. The Company regularly assesses uncertain tax positions in each of the tax jurisdictions in which it has operations and accounts for the related financial statement implications. Unrecognized tax benefits are reported using the two-step approach under which tax effects of a position are recognized only if it is "more-likely-than-not" to be sustained and the amount of the tax benefit recognized is equal to the largest tax benefit that is greater than fifty percent likely of being realized upon ultimate settlement of the tax position. Determining the appropriate level of unrecognized tax benefits requires the Company to exercise judgment regarding the uncertain application of tax law. The amount of unrecognized tax benefits is adjusted when information becomes available or when an event occurs indicating a change is appropriate. The Company includes interest and penalties related to its uncertain tax positions as part of income tax expense, if any.

The Company has not changed any of its tax accrual estimates. The Company files U.S. federal and U.S. state tax returns. The Company is generally no longer subject to tax examinations relating to federal and state tax returns for years prior to 2007.

The Company is subject to Texas franchise tax, which is based on taxable margin, rather than being based on federal taxable income. For the year ended December 31, 2011, the Company has no Texas margin tax obligation.

MICROVENTURES MARKETPLACE, INC.

Notes to Financial Statements

December 31, 2011

Note 2 - Significant Accounting Policies (continued)

Management Review

The Company has evaluated subsequent events through February 13, 2012, the date the financial statements were available to be issued.

Recent Accounting Pronouncements

Accounting standards that have been issued or proposed by the Financial Accounting Standards Board ("FASB") or other standards-setting bodies are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

Note 3 - Property and Equipment

Property and equipment consists of the following at December 31, 2011:

| | |
|-------------------------------|---------------|
| Computers and equipment | \$ 652 |
| Subtotal | 652 |
| Less accumulated depreciation | (109) |
| Total | <u>\$ 543</u> |

Depreciation expense for the year ended December 31, 2011 was \$109.

Note 4 - Commitments and Contingencies

The Company subleases certain office space on a month-to-month basis. Total rent expense under the leases was \$4,940 for the year ended December 31, 2011.

Note 5 - Net Capital Requirements

The Company is subject to the SEC uniform net capital rule ("Rule 15c3-1"), which requires the maintenance of a minimum amount of net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. Rule 15c3-1 also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1. At December 31, 2011, the Company had net capital and net capital requirements of \$99,450 and \$5,000, respectively. The Company's aggregate indebtedness to net capital ratio was 0.14 to 1.

Note 6 - Related Party Transaction

The Company has an accounts payable due to the President of the Company for \$5,117 for expense reimbursements that is reflected in accounts payable and accrued expenses on the Statement of Financial Condition.

MICROVENTURES MARKETPLACE, INC.

Notes to Financial Statements

December 31, 2011

Note 7 - Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred taxes at December 31, 2011 are as follows:

| | |
|------------------------------------|-----------------|
| Deferred tax assets (liabilities): | |
| Depreciable assets | \$ (134) |
| Net operating loss carryover | 71,614 |
| Total net deferred tax assets | <u>71,480</u> |
| Less valuation allowance | <u>(71,480)</u> |
| | \$ <u>-</u> |

The Company has established valuation allowances equal to the total gross deferred tax assets due to uncertainties regarding the realization of deferred tax assets based on the Company's lack of earnings history. The valuation allowance increased by \$39,387 during the year ended December 31, 2011.

The Company's provision for income taxes differs from the expected tax expense (benefit) amount computed by applying the statutory federal income tax rate of 34% to income before income taxes as a result of the following:

| | |
|-----------------------------------|---------------|
| Tax at U.S. statutory rate of 34% | \$ (39,426) |
| Permanent differences and other | 39 |
| Change in valuation allowance | <u>39,387</u> |
| Income tax provision (benefit) | \$ <u>-</u> |

As of December 31, 2011, the Company had federal net operating loss carryforwards of approximately \$211,000, which will expire in varying amounts beginning in 2030, if not utilized. Under the provisions of the Internal Revenue Code, certain substantial changes in the Company's ownership may result in a limitation on the amount of net operating loss carryforwards which can be used in future years.

MICROVENTURES MARKETPLACE, INC.
Computation Net Capital and Aggregate Indebtedness
Pursuant to Rule 15c-1 of the Securities and Exchange Commission
For the Year Ended December 31, 2011

| | |
|--|-------------------------|
| Total stockholders' equity qualified for net capital | \$ 108,262 |
| Deductions and/or charges | |
| Non-allowable assets: | |
| Property and equipment | 543 |
| Other assets | <u>8,269</u> |
| Total deductions and/or charges | <u>8,812</u> |
| Net capital before haircuts on securities | 99,450 |
| Haircuts on securities | <u>-</u> |
| Net capital | <u><u>\$ 99,450</u></u> |
| Aggregate indebtedness | |
| Accounts payable and accrued expenses | <u>\$ 14,279</u> |
| Total aggregate indebtedness | <u><u>\$ 14,279</u></u> |
| Computation of basic net capital requirement | |
| Minimum net capital required (greater of \$5,000 or 6 2/3% of aggregate indebtedness) | <u><u>\$ 5,000</u></u> |
| Net capital in excess of minimum requirement | <u><u>\$ 94,450</u></u> |
| Net capital less greater of 10% of aggregate indebtedness or 120% of minimum net capital required | <u><u>\$ 93,450</u></u> |
| Ratio of aggregate indebtedness to net capital | <u><u>0.14 to 1</u></u> |

Note: The above computation does not differ from the computation of net capital under Rule 15c3-1 as of December 31, 2011 as reported by MicroVentures Marketplace, Inc. on Form X-17A-5. Accordingly, no reconciliation is deemed necessary.

See notes to the financial statements and independent auditors' report.

**INDEPENDENT AUDITORS' REPORT
ON INTERNAL CONTROL**

To the Board of Directors of
MicroVentures Marketplace, Inc.:

In planning and performing our audit of the financial statements and supplemental schedule of MicroVentures Marketplace, Inc. (the "Company") as of and for the year ended December 31, 2011 in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission ("SEC"), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications and comparisons
2. Recordation of differences required by rule 17a-13
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph, and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A *control deficiency* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A *significant deficiency* is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A *material weakness* is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2011 to meet the SEC's objectives.

This report is intended solely for use of the Managers, management, the SEC, the Financial Industry Regulatory Authority, Inc. and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

PMB Helin Donovan, LLP

PMB Helin Donovan, LLP

Austin, Texas
February 13, 2012